

arW

3796

CORNELL
UNIVERSITY
LIBRARY



American Academy of Arts and Letters

Founded 1904

Incorporated 1914



CERTIFICATE OF INCORPORATION AND BY-LAWS

OCTOBER 1, 1914

OFFICERS and DIRECTORS.

President, WILLIAM DEAN HOWELLS,
Chancellor, WILLIAM MILLIGAN SLOANE,
Permanent Secretary, ROBERT UNDERWOOD JOHNSON.
Treasurer, WILLIAM MILLIGAN SLOANE.

WILLIAM CRARY BROWNELL. EDWIN HOWLAND BLASHFIELD.
WILLIAM RUTHERFORD MEAD. THOMAS HASTINGS.

Assistant Treasurer,
FARMERS LOAN AND TRUST COMPANY.

Office of the Academy,
No. 225 Fifth Avenue, New York City.

AMERICAN ACADEMY OF ARTS AND LETTERS.

CERTIFICATE OF INCORPORATION.

We, the undersigned, all being persons of full age, citizens of the United States, and residents of the State of New York, and being a majority of the Directors of the "American Academy of Arts and Letters," an unincorporated association, desiring to incorporate said association pursuant to the provisions of the Membership Corporations Law of the State of New York, do hereby make, sign, acknowledge and file this certificate, to wit :

FIRST. The name of the proposed corporation is "AMERICAN ACADEMY OF ARTS AND LETTERS."

SECOND. The purpose for which the corporation is formed is to afford recognition to distinguished achievement in Literature and the Fine Arts.

THIRD. The regular members of the corporation shall consist of the present members of the unincorporated association now known as "American Academy of Arts and Letters," to wit: William Dean Howells, Henry James, Henry Adams, Thomas Raynesford Lounsbury, Theodore Roosevelt, John Singer Sargent, Alfred Thayer Mahan, Daniel Chester French, John Burroughs, James Ford Rhodes, Horatio William Parker, William Milligan Sloane, Robert Underwood Johnson, George Washington Cable, Andrew Dickson White, Henry van Dyke, William Crary Brownell, Basil Lanneau Gildersleeve, Woodrow Wilson, Arthur Twining Hadley, Henry Cabot Lodge, Francis Hopkinson Smith, Edwin Howland Blasfield, William Merritt Chase, Thomas Hastings, Hamilton Wright Mabie, Brander Matthews, Thomas Nelson Page, Elihu Vedder, George Edward Woodberry, Kenyon Cox, George Whitefield Chadwick, Abbott Handerson Thayer, John Muir, Charles Francis Adams, Henry Mills Alden, George de Forest Brush, William Rutherford Mead, John White Alexander, Bliss Perry, Abbott Lawrence

Lowell, James Whitcomb Riley, Nicholas Murray Butler, Paul Wayland Bartlett, Owen Wister, Herbert Adams, Augustus Thomas and Timothy Cole, and such other persons as they may hereafter from time to time elect not exceeding at any time a total of fifty regular members, and they shall have power to fill all vacancies among such regular members caused by death, resignation or otherwise; and to elect foreign or domestic associate members, and honorary associate members.

FOURTH. The number of Directors of the corporation shall be seven and they shall have power to manage the affairs of the corporation and to make, amend, and repeal such By-Laws and regulations, not inconsistent with the laws of this State or of the United States, as they consider proper, and to appoint and employ such officers and employees as they deem necessary, provided however that the corporation shall not be conducted for the pecuniary profit or advantage of its members.

FIFTH. The names and residences of the Directors and officers of the corporation until its first annual meeting, to be held on the first Thursday in October, 1914, are :

William Dean Howells, President,
 No. 130 West 57th Street, New York City.
 William Milligan Sloane, Chancellor and Treasurer,
 No. 163 East 74th Street, New York City.
 Robert Underwood Johnson, Permanent Secretary,
 No. 327 Lexington Avenue, New York City.
 William Crary Brownell,
 No. 58 West 59th Street, New York City.
 Edwin H. Blashfield,
 No. 48 West 59th Street, New York City.
 Thomas Hastings,
 No. 11 East 41st Street, New York City.
 William Rutherford Mead,
 No. 8 West 43rd Street, New York City.

SIXTH. The business of the corporation shall be principally conducted, and its principal office shall be located in the Borough of Manhattan, in the City, County and State of New York, but it may carry out its purpose in any state

of the United States, the District of Columbia, and the Dominion of Canada.

SEVENTH. The term of existence of the corporation shall be perpetual, and it shall possess and have the right to exercise all and every the powers conferred upon corporations by the Membership Corporations Law and the General Corporation Law of the State of New York.

IN WITNESS WHEREOF we have hereunto set our hands and seals this 2d day of June, Nineteen hundred and fourteen.

WM. M. SLOANE	(SEAL.)
ROBERT UNDERWOOD JOHNSON	(SEAL.)
WILLIAM CRARY BROWNELL	(SEAL)
EDWIN H. BLASHFIELD	(SEAL.)
WM. RUTHERFORD MEAD	(SEAL.)

STATE OF NEW YORK, }
County of New York, } ss. :

On this 2d day of June, Nineteen hundred and fourteen, before me personally came William M. Sloane, Robert Underwood Johnson, William Crary Brownell, Edwin Howland Blashfield and William Rutherford Mead, to me known, and known to me to be the individuals described in and who executed the foregoing instrument, and severally duly acknowledged that they executed the same.

LLOYD N. SCOTT,
Notary Public,
New York County.

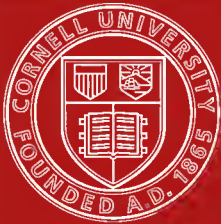
Register No. 5078. County Clerk No. 3478.

I, JAMES A. BLANCHARD, a Justice of the Supreme Court of the State of New York, do hereby approve of the within Certificate of Incorporation, and consent that the same be filed.

Dated New York, June 8th, 1914.

JAMES A. BLANCHARD,
Justice of the Supreme Court.

Filed in the office of the Secretary of State of the State of New York on the 10th day of June, 1914, and in the office of the Clerk of the County of New York on the 12th day of June, 1914.



Cornell University
Library

The original of this book is in
the Cornell University Library.

There are no known copyright restrictions in
the United States on the use of the text.

<http://www.archive.org/details/cu31924031361755>

BY-LAWS.**ARTICLE I.****ANNUAL AND SPECIAL MEETINGS.**

SEC. 1. The annual meeting of the Academy shall be held on the third Thursday of November in each year at one o'clock in the afternoon at the office of the Academy in the Borough of Manhattan in the City of New York, or at such other time and place as the Board of Directors may from time to time determine.

SEC. 2. At each annual meeting the members shall elect by ballot a board of seven Directors, and shall fill vacancies in the membership of the Academy.

SEC. 3. Notice of the time and place of annual meetings shall be given by mailing to each member at his post-office address appearing on the books of the Academy, printed notices as follows: (first) ninety days in advance of the meeting, a notice stating the date and place of the meeting and containing a list of vacancies in the membership of the Academy and inviting nominations of candidates to fill such vacancies; (second) thirty days in advance of the meeting a notice similar in form containing in addition a list of such nominations as may have been made to fill vacancies in the membership of the Academy.

SEC. 4. Special meetings of the Academy, except as otherwise required by statute, may be called at any time by the President at such time and place as he may determine; and it shall be his duty, or in his absence the duty of the Chancellor, to call special meetings whenever requested so to do by ten members of the Academy. In case of a refusal or neglect to comply with such request any ten members may call such meeting.

SEC. 5. Notice of special meetings shall be given by mailing to each member at his post office address appearing on the books of the Academy, at least ten days in advance of such meeting a printed notice stating the date and place of such meeting and the object of the same. No business not

included in such notice shall be acted upon at such meeting except by the unanimous consent of all the members present in person or by proxy.

SEC. 6. At all meetings of the Academy at least ten members present in person shall be necessary to constitute a quorum.

SEC. 7. If for any reason the annual meeting of the Academy shall not be held as hereinbefore provided, the Board of Directors shall fix the time and place when the same shall be held.

SEC. 8. The order of business at annual meetings shall be as follows :

Reading of the Roll of Members.

Reading of the Minutes.

Report of the Board of Directors.

Report of the Permanent Secretary.

Reports of Committees.

Election of Directors.

Election of Members.

Miscellaneous Business.

SEC. 9. Every member shall be entitled to vote for Directors either in person or by proxy or by mailing to the Permanent Secretary in advance of the meeting a written or printed ballot, signed by such member.

ARTICLE II.

BOARD OF DIRECTORS.

SEC. 1. The affairs of the Academy shall be managed by a Board of Directors elected as hereinbefore provided, and in case of a vacancy in the Board for any cause the remaining Directors may fill such vacancy for the unexpired term.

SEC. 2. At each annual meeting of the Academy the Board shall present a report, verified by its President and Treasurer, or by a majority of the Directors, as required by statute, showing the whole amount of real and personal property owned by the corporation, where located, and where and how invested, the amount and nature of the property acquired during the preceding year and

the manner of the acquisition ; the amount expended during the year and the purposes or objects for which the same was expended ; and the names and places of residence of all persons who have been admitted to membership in the Academy during the year. Such report shall be filed with the records of the Academy and an abstract shall be entered in the minutes of the Annual Meeting.

SEC. 3. The annual meeting of the Directors shall be held as soon as practicable after the annual meeting of the Academy. Other meetings of the Board of Directors may be called by the President, or in his absence by the Chancellor, at any time on five days' notice, and it shall be his duty to call such meeting when so requested by two members of the Board. In case of his refusal or neglect to call a meeting when so requested, any three Directors may call such meeting. Four Directors shall constitute a quorum at any meeting of the Board.

SEC. 4. The order of business at meetings of the Board shall be as follows :

1. Reading of the Minutes.
2. Report of the Treasurer.
3. Reports of Committees.
4. Unfinished business.
5. Miscellaneous business.

SEC. 5. The Board at its annual meeting shall elect officers, and may from time to time appoint such officers, agents and employees as they may deem necessary. Such officers, agents and employees shall respectively have such powers and perform such duties in the management of the property and affairs of the Academy as usually pertain to their respective offices or as prescribed by the Board, subject always to the control of the Board ; and the Board may require any such officer, agent or employee to give security for the faithful performance of his duty, and may remove him at pleasure.

SEC. 10. The Board may adopt and from time to time amend, repeal, and add to such rules and regulations for the conduct of their meetings and the management of the affairs of the Academy, as they may deem proper and which are not inconsistent with the law of the State of New York or of these By-Laws.

ARTICLE III.

OFFICERS.

SEC. 1. The officers of the Academy shall be a President, a Chancellor, a Treasurer and a Permanent Secretary, all of whom shall be elected by the Directors by ballot from the members of the Board, to serve for a term of one year, except the Permanent Secretary, who shall not necessarily be a member of the Academy, and who shall be elected by the Board to serve for an indeterminate period, subject to removal by a majority vote of the Board on previous written notice. One person may be elected both Chancellor and Treasurer. All vacancies occurring in such offices shall be filled by the Board for the unexpired term. The Board may also from time to time appoint a trust company to serve as Assistant Treasurer and to act as depository of the funds of the Academy, to hold office during the pleasure of the Board, with such powers as may be prescribed by the By-Laws or by resolution of the Board.

SEC. 2. The President, or, in his absence, the Chancellor, shall preside at meetings of the Academy and of the Board of Directors, and shall perform the usual duties of a presiding officer. The President or Chancellor and the Permanent Secretary shall sign all certificates of membership issued in the name of the Academy.

SEC. 3. The Treasurer shall have general charge of the investment and safe-keeping of the property and funds of the Academy, and of the disposition thereof, and shall see that all moneys and securities belonging to the Academy are deposited with the Assistant Treasurer, and duly accounted for as provided for in the following section. It shall be the duty of the Treasurer to present a report of the receipts and expenditures of the preceding year, of the funds and assets of the Academy, and of the manner in which the funds are invested at the annual meeting and at such other times as the Board may direct.

SEC. 4. The Assistant Treasurer shall be a trust company and shall be charged with the following powers and duties under the direction of the Treasurer.

(a) The custody and safe keeping of money and securities belonging to the Academy, and the collection of income and other moneys due to the Academy, with power to receipt for the same, and to endorse for deposit all checks payable to the order of the Academy or the Treasurer.

(b) The investment and reinvestment of capital under the direction of the Board.

(c) The disbursement of the funds of the Academy under the direction of the Board of Directors, and such disbursements shall be made pursuant to resolutions adopted by the Board and filed with the Assistant Treasurer, or upon the written approval of the Treasurer or Secretary, and a member of the Board.

(d) The keeping of proper books of account and rendering statements of receipts and disbursements together with trial balances and such further accountings or statements as may from time to time be called for by the Treasurer or the Directors.

(e) Such other duties as may be specifically assigned by the Board of Directors.

SEC. 5. The Permanent Secretary shall be the custodian of the corporate seal and of the books and records of the Academy, and shall keep the minutes of all meetings of the Academy and of the Board of Directors. He shall keep a roll of members and of their post office addresses and shall issue all notices and perform such other duties as may be required by the Board of Directors.

ARTICLE IV.

MEMBERSHIP.

SEC. 1. The Academy shall consist of not more than fifty members.

SEC. 2. Only members of the NATIONAL INSTITUTE OF ARTS AND LETTERS shall be eligible to election in the Academy, after having been duly proposed as hereinafter provided.

SEC. 3. Any five or more members may propose a candidate by filing with the Permanent Secretary at least sixty

days before the annual meeting a written statement of the name, address and special qualifications of such candidate.

A list of all candidates so proposed with a summary of their qualifications shall be printed and mailed to each member by the Permanent Secretary at least thirty days in advance of the annual meeting.

SEC. 4. All vacancies shall be filled by election at an annual meeting of the Academy, and every member shall be entitled to vote at such election either by casting a ballot in person or by proxy or by mailing to the Permanent Secretary in advance of the meeting a written or printed ballot signed by such member indicating his first and second choice for each vacancy.

SEC. 5. At any election the candidate receiving the highest number of votes shall be elected, provided he shall receive a majority of the votes of all the members of the Academy. In case no candidate shall receive such majority as first choice on the first ballot, a second ballot shall be taken by those present and the candidate receiving the highest aggregate number of votes for first or second choice shall be elected, provided such aggregate shall amount to a majority of the votes of all the members.

SEC. 6. Where two or more vacancies exist at one time each member may vote for as many candidates as there are vacancies, and may indicate his second choice for each such vacancy. All candidates who have been duly proposed shall be deemed eligible for either vacancy.

ARTICLE V.

MISCELLANEOUS.

SEC. 1. The fiscal year of the Academy shall begin on January 1 and terminate on December 31.

SEC. 2. No debts shall be contracted or liability incurred or contract made and entered into by and in behalf of the Academy by any officer or agent thereof unless the same be authorized and directed by the Board of Directors.

SEC. 3. The seal of the Academy shall be in the form of a circle, containing the inscription, AMERICAN ACADEMY OF

ARTS AND LETTERS, surrounding the inscription, Corporate Seal 1914.

SEC. 4. These By-Laws may be amended at any meeting of the Board of Directors by unanimous vote, or by a two-thirds vote of those present when ten days' previous notice of the proposed amendment has been mailed or delivered to each Director. A copy of any amendment to the By-Laws shall be sent to each member of the Academy within ten days after its adoption.

CALENDAR.

Annual Meeting, 1914, October 1 and adjourned days.

Annual Meeting, 1915, November 18.

NOTICES AND NOMINATIONS.

Ninety days before each annual meeting a notice stating the time and place for holding the same, containing a list of vacancies in the membership of the Academy and a request for nominations will be mailed to each member.

Sixty days before each annual meeting, any five or more members may propose a candidate from among the members of the National Institute of Arts and Letters, by filing with the Permanent Secretary a statement of the name, address and special qualifications of such candidate.

Thirty days before each annual meeting a second notice stating the time and place of holding the same and containing a list of candidates duly proposed to fill vacancies in the membership of the Academy will be mailed to each member.

Gaylord 
GAYLAMOUNT®
PAMPHLET BINDER
 Syracuse, N.Y.
Stockton, Calif

Cornell University Library
arW3796

Certificate of incorporation and by-laws



3 1924 031 361 755
olin,anx

